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Attorneys for Defendants

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JAN KAUFMAN and ELLIOT GRUBMAN,
on behalf of themselves and all others similarly
situated,

Plaintiffs,

-against-

FAIRWAY OPERATING CORP., FAIRWAY
CENTRAL SERVICES CORP., FAIRWAY
GROUP HOLDINGS CORP., FAIRWAY
GROUP CENTRAL SERVICES LLC,
FAIRWAY UPTOWN LLC, FAIRWAY
BROADWAY LLC, FAIRWAY RED HOOK
LLC, FAIRWAY BROOKLYN, LLC,
FAIRWAY GROUP PLAINVIEW LLC,
FAIRWAY PLAINVIEW, LLC, FAIRWAY
GROUP ACQUISITION COMPANY,

Defendants.

07 Civ. 7525 (BSJ)

**DEFENDANTS' CORPORATE
DISCLOSURE STATEMENT**

Pursuant to Fed. R. Civ. Proc. 7.1, the undersigned counsel for Defendants states that Defendants Fairway Red Hook LLC, Fairway Broadway LLC, Fairway Uptown LLC, Fairway Group Plainview LLC and Fairway Central Services LLC are limited liability companies, the sole member of each of which is Defendant Fairway Group Acquisition Company, which is a corporation one hundred percent owned by Defendant Fairway Group

Holdings Corp., which is not a public-owned corporation, nor is ten percent or more of the stock of Defendant Fairway Group Holdings Corp. owned by a publicly-owned corporation.

Defendants Fairway Operating Corp. (whose name was changed to FW Operating Corp.) and Fairway Central Services Corp. (whose name was changed to FW Central Services Corp.) are predecessor corporations to one or more of the other named defendants, and neither of them is a publicly-owned corporation nor more than ten percent owned by a publicly-owned corporation. Defendants Fairway Brooklyn, LLC (whose name was changed to FW Brooklyn, LLC) and Fairway Plainview, LLC (whose name was changed to FW Plainview, LLC) are limited liability companies that were predecessor entities to one or more of the other named defendants, and neither of them is publicly-owned nor more than ten percent owned by a publicly-owned corporation.

Dated: October 31, 2007

HUGHES HUBBARD & REED LLP

By: /s/ Jeff H. Galloway

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CERTIFICATE OF SERVICE

I, Jeff H. Galloway, do hereby certify that I am over the age of 18 and not a party to this action and that on the 31st day of October, 2007, I did cause to be served a true and correct copy of Defendants' Corporate Disclosure Statement via electronic filing on:

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I declare under penalty of perjury that the foregoing is true and correct. Executed at New York, New York, this 31st day of October, 2007.

/s/ Jeff H. Galloway